

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513 381-2838

CABLE TAFTHOL TWX 810 461-2623

TELECOPIERS  
513-381-0205  
513-381-3363  
513-381-4865

RECORDATION NO

16747

FILED 1425

JAN 31 1990 - 11 05 AM

COLUMBUS, OHIO OFFICE  
SUITE 1000-33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215  
614-221-2838

COVINGTON, KENTUCKY OFFICE  
SUITE 340-1717 DIXIE HIGHWAY  
COVINGTON, KENTUCKY 41011  
606-331-2838  
513-381-2838

January 23, 1990 INTERSTATE COMMERCE COMMISSION

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

0-031A011

Ms. Noreta R. McGee, Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated October 24, 1989.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

SELLER: The Pittsburgh and Lake Erie Railroad Company  
Commerce Center  
4 Station Square  
Pittsburgh, Pennsylvania 15219

The equipment covered by the enclosed document is sixteen (16) gondolas bearing the reporting marks set forth in Schedule A hereto.

A fee of \$13.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
Cincinnati, Ohio 45202


A short summary of the document to appear in the index follows:

Ms. Noreta R. McGee, Secretary  
January 17, 1990  
Page 2

Bill of Sale from The Pittsburgh and Lake Erie Railroad Company, Commerce Center, 4 Station Square, Pittsburgh, Pennsylvania 15219 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated October 24, 1989 and covering sixteen (16) gondolas.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz

PFS/lsc

SCHEDULE A

PLE 17050  
PLE 17147  
PL3 17155  
PLE 17164  
PLE 17166  
PLE 17169  
PLE 17210  
PLE 17231  
PLE 17540  
PLE 17551  
PLE 44015  
PLE 44019  
PLE 44024  
PLE 44347  
PLE 44364  
PLE 44395

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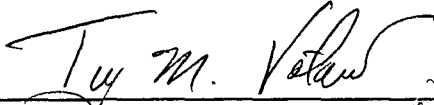
CERTIFICATION

16747  
RECORDATION NO. FILED 1425

JAN 31 1990 -11 05 AM

INTERSTATE COMMERCE COMMISSION

The undersigned, Ty M. Votaw, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Notary Public

TY M. VOTAW, Attorney at Law  
NOTARY PUBLIC, STATE OF OHIO  
My Commission has no expiration  
date. Section 147.03 R.C.

SGL-23-t  
LARRY/SHP

RECORDATION NO

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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY (the "Company") does hereby sell, assign and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Company is the lawful owner of the Equipment and has good, valid and marketable title thereto, free and clear of any charge, lien, encumbrance or other claim or interest of any nature whatsoever;
2. That the Company has full power and authority to sell and convey the Equipment; and
3. That the Company has not executed any other Bill of Sale or other instrument which by its terms purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 24th day of October, 1989.

WITNESS:

Susan Lichtenfeld  
Shirley Peterson

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

Gordon E. Neuenschwander  
Gordon E. Neuenschwander  
Its President

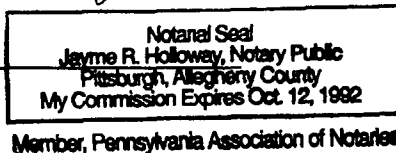
COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.  
COUNTY OF ALLEGHENY )

On this 24th day of October, 1989, before me, the subscriber, Jayne R. Holloway, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the President of The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of October, 1989.

*Jayne R. Holloway*

My commission expires: \_\_\_\_\_



SGL-28-d  
L/SHP

APPENDIX A

16 GONDOLAS

PLE	17050
PLE	17147
PLE	17155
PLE	17164
PLE	17166
PLE	17169
PLE	17210
PLE	17231
PLE	17540
PLE	17551
PLE	44015
PLE	44019
PLE	44024
PLE	44347
PLE	44364
PLE	44395